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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE STATE STREET BANK AND TRUST
CO. ERISA LITIGATION

This document relates to:

No. 07 Civ. 9319
No. 07 Civ. 9687
No. 08 Civ. 0265

07 Civ. 8488 (RJH)
(Consolidated Actions)

**DECLARATION OF WARREN COHEN IN OPPOSITION
TO DEFENDANTS' MOTION TO TRANSFER VENUE
PURSUANT TO 28 U.S.C. § 1404**

WARREN COHEN declares under penalty of perjury as follows:

1. I am Executive Vice President and Chief Financial officer of Unisystems, Inc. (“Unisystems”), and I am Trustee of the Unisystems, Inc. Employees’ Profit Sharing Plan (the “Plan”). I submit this declaration in opposition to the motion of Defendants State Street Bank & Trust Company (“SSBT”) and State Street Global Advisors, Inc. to transfer this action to the District of Massachusetts.

2. Unisystems is a publisher of books for young people. It has its headquarters and executive offices in New York City, where I work. Unisystems has no other facilities except for a distribution facility in Bethlehem, Pennsylvania, which employs approximately twelve people.

3. SSBT is the Investment Manager of the Plan.

4. As Trustee of the Plan, I make investment decisions for the Plan, including how to allocate the Plan’s assets among equities and debt. In that capacity, as Trustee of the Plan, I have dealt directly with SSBT personnel with respect to the Plan.

5. For approximately the past four years, the SSBT representative with whom I have dealt is Melissa Albonesi. Throughout that time, Ms. Albonesi has visited me in New York City once or twice a year to discuss the Plan, its results, and any needed allocation changes. Daniel Farley, CFA, also of SSBT, has accompanied Ms. Albonesi on these visits.

6. Prior to Ms. Albonesi, Kim Gluck was the SSBT representative with whom I dealt. I dealt with Ms. Gluck for approximately nine years. She would also visit our offices in New York City once or twice a year to discuss the Plan, its results, and any allocation changes.

7. Apart from the visits of SSBT personnel to Unisystems’ offices in New York City, I would communicate with SSBT regarding the Plan from Unisystems’ offices in New York City by telephone, fax or e-mail.

8. I have never visited SSBT's headquarters in Boston in connection with the Plan.

9. I am prepared to testify at trial in New York City. My colleague and co-trustee, Lawrence Steinberg, is also prepared to testify at trial in New York City.

Dated: New York, New York
March 7, 2008



WARREN COHEN

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system on March 10, 2008 will be served on all counsel registered as filing users on ECF by electronic service pursuant to Fed. R. Civ. P. 5(b)(3). I further certify that a true and correct copy of the foregoing document will be served on all counsel not registered as filing users by electronic mail.

/s/ Wallace Showman
Wallace Showman